

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11
:
PENNSYLVANIA REAL ESTATE INVESTMENT : Case No. 20-12737 (KBO)
TRUST, *et al.*,¹ :
: (Jointly Administered)
Debtors. :
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**NOTICE OF AMENDED AGENDA OF FIRST DAY MATTERS
SCHEDULED FOR NOVEMBER 24, 2020 AT 1:00 P.M. (EST)²**

*****THIS HEARING HAS BEEN ADJOURNED TO NOVEMBER 30, 2020
AT 2:00 P.M. (EST) WITH THE PERMISSION OF THE COURT*****

This hearing will be held telephonically via CourtCall. All parties wishing to appear must do so telephonically by contacting CourtCall, LLC at 866-582-6878.

Topic: Pennsylvania Real Estate Investment Trust, et al., Case No. 20-12737 (KBO)
Time: November 24, 2020 at 1:00 p.m. (Eastern Standard Time) (US and Canada)

**MATTERS UNDER CERTIFICATION OF COUNSEL / CERTIFICATE OF NO
OBJECTION:**

1. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors (A) to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor and (B) to File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, and (II) Limiting the Requirement as to Certain Equity Security Holdings Disclosures [D.I. 3, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (prevailing Eastern Time); extended to November 20, 2020, at 12:00 a.m. (prevailing Eastern Time) for the United States Trustee ("UST").

Related Documents:

- A. Interim Order (I) Authorizing the Debtors (A) to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor and (B)

¹ A list of the Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, is attached hereto as Schedule 1. The corporate headquarters and the mailing address for the Debtors is 2005 Market Street, Suite 1000, Philadelphia, PA 19103.

² Amends *Notice of Agenda of First Day Matters Scheduled for November 24, 2020 at 1:00 p.m.* [D.I. 179] filed on November 20, 2020. Amended items in **BOLD**.

to File Consolidated List of the Debtors' Thirty Largest Unsecured Creditors and (II) Limiting the Requirement as to Certain Equity Security Holdings Disclosures [D.I. 72; filed 11/03/2020].

- B. Certificate of No Objection Regarding Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors (A) to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor and (B) to File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors and (II) Limiting the Requirement as to Certain Equity Security Holdings Disclosures [D.I. 160, filed 11/19/2020].
- C. **Final Order (I) Authorizing the Debtors (A) to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor and (B) to File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors and (II) Limiting the Requirement as to Certain Equity Security Holdings Disclosures [D.I. 187, filed 11/23/2020].**

Responses Received: None.

Status: A final order has been entered in this matter. Therefore, no hearing is necessary.

- 2. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and (II) Granting Related Relief [D.I. 6, filed 10/18/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and (II) Granting Related Relief [D.I. 75, filed 11/03/2020].
- B. Certificate of No Objection Regarding Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and (II) Granting Related Relief [D.I. 162, filed 11/19/2020].
- C. **Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and (II) Granting Related Relief [D.I. 185, filed 11/23/2020].**

Responses Received: None.

Status: A final order has been entered in this matter. Therefore, no hearing is necessary.

- 3. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Trade Creditors and (II) Granting Related Relief [D.I. 7, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Trade Creditors and (II) Granting Related Relief [D.I. 76, filed 11/03/2020].
- B. Certification of Counsel Regarding Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Trade Creditors and (II) Granting Related Relief [D.I. 157, filed 11/19/2020].
- C. **Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Trade Creditors and (II) Granting Related Relief [D.I. 182, filed 11/23/2020].**

Responses Received: None.

Status: **A final order has been entered in this matter. Therefore, no hearing is necessary.**

- 4. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 8, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 77, filed 11/03/2020].
- B. Certification of Counsel Regarding Insurance Motion [D.I. 105, filed 11/05/2020].
- C. Interim Order (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 115, filed 11/06/2020].
- D. Certification of Counsel Regarding Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 159, filed 11/19/2020].
- E. **Final Order (I) Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 183, filed 11/23/2020].**

Responses Received: None.

Status: **A final order has been entered in this matter. Therefore, no hearing is necessary.**

5. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Performing Under Prepetition Hedging and Trading Agreements and Honor Obligations Related Thereto, and (II) Confirming Non-Waiver of Prepetition Swap Participants' Safe Harbor Rights [D.I. 9, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Continue Performing Under Prepetition Hedging and Trading Agreements and Honor Obligations Related Thereto and (II) Confirming Non-Waiver of Prepetition Swap Participants' Safe Harbor Rights [D.I. 78, filed 11/03/2020].
- B. Certificate of No Objection Regarding motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Performing Under Prepetition Hedging and Trading Agreements and Honor Obligations Related Thereto, and (II) Confirming Non-Waiver of Prepetition Swap Participants' Safe Harbor Rights [D.I. 161, filed 11/19/2020].
- C. **Final Order (I) Authorizing the Debtors to Continue Performing Under Prepetition Hedging and Trading Agreements and Honor Obligations Related Thereto, and (II) Confirming Non-Waiver of Prepetition Swap Participants' Safe Harbor Rights [D.I. 184, filed 11/23/2020].**

Responses Received: None.

Status: **A final order has been entered in this matter. Therefore, no hearing is necessary.**

6. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Continued Use of the Debtors' Cash Management System, (II) Authorizing Continued Intercompany Transfers Among Debtor and Non-Debtor Affiliates and (II) Granting Related Relief [D.I. 10, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Continued Use of the Debtors' Cash Management System, (II) Authorizing Continued Intercompany Transfers Among Debtor and Non-Debtor Affiliates and (III) Granting Related Relief [D.I. 79, filed 11/03/2020].
- B. Certification of Counsel Regarding Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Continued Use of the Debtors' Cash Management System, (ii) Authorizing Continued Intercompany Transfers Among Debtor and Non-Debtor Affiliates and (III) Granting Related Relief [D.I. 175, filed 11/20/2020].
- C. **Final Order (I) Authorizing the Continued Use of the Debtors' Cash Management System, (II) Authorizing Continued Intercompany Transfers Among Debtor and Non-Debtor Affiliates and (III) Granting Related Relief [D.I. 188, filed 11/23/2020].**

Responses Received: None.

Status: A final order has been entered in this matter. Therefore, no hearing is necessary.

- 7. Application of the Debtors for Entry of an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor, Pursuant to 11 U.S.C. § 327(a), Effective as of the Petition Date [D.I. 86, filed 11/03/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Certificate of No Objection Regarding Application of the Debtors for Entry of an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor, Pursuant to 11 U.S.C. § 327(a), Effective as of the Petition Date [D.I. 164, filed 11/19/2020].
- B. **Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor, Pursuant to 11 U.S.C. § 327(a), Effective as of the Petition Date [D.I. 186, filed 11/23/2020].**

Responses Received: None.

Status: An order has been entered in this matter. Therefore, no hearing is necessary.

- 8. Motion of the Debtors for Entry of an Order Authorizing Them to File Exhibit I to the Plan Supplement Under Seal [D.I. 126, filed 11/09/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Certificate of No Objection Regarding Motion of the Debtors for Entry of an Order Authorizing Them to File Exhibit I to the Plan Supplement Under Seal [D.I. 165, filed 11/19/2020].

Responses Received: None.

Status: A Certificate of No Objection has been filed, and the proposed form of order has been uploaded for the Court's consideration. **This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST) unless otherwise directed by the Court.**

MATTERS GOING FORWARD:

- 9. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service and (IV) Granting Related Relief [D.I. 5, filed 10/18/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service, and (IV) Granting Related Relief [D.I. 74; filed 11/03/2020].

Responses Received:

- A. Objection of Certain Utility Companies to the Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Service and (IV) Granting Related Relief [D.I. 146, filed 11/17/2020] (the "Utilities Objection").
- B. **Notice of Withdrawal of Objection [D.I. 190, filed 11/23/2020].**

Status: **The Debtors have resolved the Utilities Objection and it has been withdrawn. The Debtors also received informal comments to the proposed**

form of final order from the UST, which will be incorporated into a revised form of final order and submitted under Certification of Counsel. This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST) unless otherwise directed by the Court.

10. Motion of the Debtors for Approval of Interim and Final Agreed Orders (I) Authorizing the Debtors' Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [D.I. 11, filed 11/01/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 20, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Interim Order (I) Authorizing the Debtors' Use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [D.I. 80, filed 11/03/2020].
- B. Notice of Filing Final Order on motion of the Debtors for Approval of Interim and Final Orders (I) Authorizing the Debtors' use of Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief [D.I. 167, filed 11/19/2020].

Responses Received: None.

Status: **This uncontested matter is adjourned to November 30, 2020 at 2:00 p.m. (EST).**

11. Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries (With Technical Modifications as of November 1, 2020) [D.I. 15, filed 11/02/2020].

Objection Deadline: November 17, 2020, at 4:00 p.m. (EST); extended to November 18, 2020, at 12:00 a.m. (EST) for the UST.

Related Documents:

- A. Notice of Filing Blackline Comparison of Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 16, filed 11/02/2020].
- B. Disclosure Statement Relating to the Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 17, filed 11/02/2020].
- C. Notice of Filing of Solicitation Version of the Disclosure Statement Relating to the Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate

Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 18, filed 11/02/2020].

- D. Declaration of Craig E. Johnson of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 63, filed 11/03/2020].
- E. Notice of Filing of Plan Supplement to the Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 125, filed 11/09/2020].
- F. Motion of the Debtors for Entry of an Order Authorizing Them to File Exhibit I to the Plan Supplement Under Seal [D.I. 126, filed 11/09/2020].
- G. SEALED – Unredacted Exhibit I to Plan Supplement [D.I. 127, filed 11/09/2020].
- H. Notice of Filing Redacted Exhibit I to the Plan Supplement [D.I. 128, filed 11/09/2020].
- I. Stipulation Among Debtors, Wells Fargo Bank, National Association, and Certain Affiliates of Strategic Value Partners Regarding Matters to Be Resolved Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure [D.I. 155, filed 11/19/2020].
- J. Second Notice of Filing of Plan Supplement to the Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 166, filed 11/19/2020].
- K. Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries (With Additional Technical Modifications as of November 20, 2020) [D.I. 168, Filed 11/20/2020].
- L. Notice of Filing Blackline Comparison of Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 169, filed 11/20/2020].
- M. Debtors' Memorandum of Law in Support of an Order Approving the Disclosure Statement for, and Confirming, the Debtors' Joint Prepackaged Chapter 11 Plan or Reorganization [D.I. 170, filed 11/20/2020].
- N. Declaration of Mario C. Ventresca, Jr. in Support of Confirmation of Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 171, filed 11/20/2020].
- O. Declaration of Jon Walters of PJT Partners LP, the Debtors' Investment Banker, in Support of Confirmation of the Joint Prepackaged Chapter 11 Plan of

Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 172, filed 11/20/2020].

P. [Proposed] Findings of Fact, Conclusions of Law, and Order Approving the Adequacy of the Debtors; Disclosure Statement for, and Confirming, the Debtors' Joint Prepackaged Chapter 11 Plan of Reorganization of Pennsylvania Real Estate Investment Trust and Certain of Its Direct and Indirect Subsidiaries [D.I. 173, filed 11/20/2020].

Responses Received:

A. Limited Objection to Proposed Plan of Reorganization and Reservation of Rights of the Prudential Insurance Company of America and Teachers Insurance and Annuity Association of America [D.I. 142, filed 11/16/2020].

Status: The objection has been resolved. The Debtors have received informal comments from the UST and other parties in interest, all of which have been resolved. **This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST).**

12. Application of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of the Petition Date and (II) Granting Related Relief [D.I. 95, filed 11/04/2020].

Objection Deadline: November 18, 2020, at 4:00 p.m. (EST); extended to November 23, 2020 at 12:00 p.m. (EST) for the UST.

Related Documents:

A. **Supplemental Declaration of Richard A. Chesley in Support of Application of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of the Petition Date, and (II) Granting Related Relief [D.I. 180, filed 11/22/2020].**

B. **Certification of Counsel Regarding Application of Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of the Petition Date and (II) Granting Related Relief [D.I. 181, filed 11/22/2020].**

C. **Order Granting Application of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of the Petition Date and (II) Granting Related Relief [D.I. 189, filed 11/23/2020].**

Responses Received: None.

Status: **An order has been entered in this matter. Therefore, no hearing is necessary.**

13. Application of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Employ PJT Partners LP as Investment Banker, Effective as of the Petition Date and (II) Granting Related Relief [D.I. 106, filed 11/05/2020].

Objection Deadline: November 19, 2020 at 4:00 p.m. (EST); extended to November 23, 2020 at 12:00 p.m. (EST) for the UST.

Related Documents: None.

Responses Received: None.

Status: The UST has provided informal comments, which the Debtors are currently addressing. To allow time to resolve these comments, the UST requested, and the Debtors have agreed, to extend the objection deadline for the UST until November 23, 2020 at 12:00 p.m. (EST). The Debtors anticipate fully resolving the UST's comments prior to the hearing. **This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST) unless otherwise directed by the Court.**

14. Motion of the Debtors for the Entry of an Order (I) Authorizing the Debtors to Retain, Employ and Compensate Professionals Utilized in the Ordinary Court of Business and (II) Granting Related Relief [D.I. 119, filed 11/06/2020].

Objection Deadline: November 20, 2020 at 4:00 p.m. (EST), extended to November 23, 2020 at 12:00 p.m. (EST) for the UST.

Related Documents: None.

Responses Received: None.

Status: The UST has provided informal comments, which the Debtors are currently addressing. To allow time to resolve these comments, the UST requested, and the Debtors have agreed, to extend the objection deadline for the UST until November 23, 2020 at 12:00 p.m. (EST). The Debtors anticipate fully resolving the UST's comments prior to the hearing. This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST) unless otherwise directed by the Court.

15. Application of the Debtors for Entry of an Order Authorizing the Retention and Employment of Wachtell, Lipton, Rosen & Katz as Special Counsel for the Debtors, Effective as of the Petition Date [D.I. 131, filed 11/09/2020].

Objection Deadline: November 23, 2020 at 4:00 p.m. (EST).

Related Documents: None.

Responses Received: None to date.

Status: The UST has provided informal comments, which the Debtors are currently addressing. The Debtors anticipate fully resolving the UST's comments prior to the hearing. **This matter is adjourned to November 30, 2020 at 2:00 p.m. (EST) unless otherwise directed by the Court.**

Dated: November 23, 2020
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ R. Craig Martin

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– and –

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